

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re: Benevis Corp., et al.,¹ <p style="text-align: center;">Debtors.</p>	§ § § § § § §	Chapter 11 Case No. 20-33918 (MI) (Jointly Administered)
--	---------------------------------	---

**STIPULATION EXTENDING TIME TO OBJECT TO RR NORTHCHASE LLC’S
APPLICATION FOR ALLOWANCE OF ADMINISTRATIVE EXPENSE CLAIM
PURSUANT TO 11 U.S.C. §§ 365(d) AND 503(b)**

[Relates to Docket No. 523]

RR Northchase, LLC (“**RR Northchase**”) and Steven D. Sass LLC, Liquidation Trustee (the “**Trustee**” and with RR Northchase, the “**Parties**”) of the Benevis Liquidation Trust (the “**Liquidation Trust**”) hereby stipulate and agree as follows:

WHEREAS, on August 3, 2020, each of the Debtors filed voluntary Chapter 11 petitions with the Bankruptcy Court; and

WHEREAS, on October 2, 2020, this Court approved the sale of substantially all of the Debtors’ assets pursuant to section 363 of the Bankruptcy Code (the “**Sale**”) to New Benevis Holdco, Inc., a Delaware corporation (the “**Purchaser**”); and

WHEREAS, on December 18, 2020, RR Northchase filed its *Application for Allowance of Administrative Expense Claim Pursuant to 11 U.S.C. §§ 365(d)(3) and 503(b)* [Docket No. 523] (the “**Application**”); and

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Benevis Corp. (0242); LT Smile Corporation (2818); Benevis Holding Corp. (0222); Benevis Affiliates, LLC (7420); Benevis, LLC (5524); Benevis Informatics, LLC (7833). The address of the Debtors’ headquarters is 1090 Northchase Parkway S.E., Suite 150, Marietta, GA 30067.

WHEREAS, on December 30, 2020, this Court entered the *Order Approving Combined Disclosure Statement and Joint Plan of Liquidation of Benevis Corp. and its Affiliated Debtors Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 575] (the “**Confirmation Order**”), confirming, as modified therein, the *Combined Disclosure Statement and Joint Plan of Liquidation of Benevis Corp. and its Affiliated Debtors Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 570] (the “**Plan**”); and

WHEREAS, the Effective Date² of the Plan occurred on December 31, 2020. [Docket No. 596]; and

WHEREAS, pursuant to the Plan, on or about the Effective Date, the Liquidation Trust was created and was vested with all of the Debtors’ right, title, and interest in the Liquidation Trust Assets, including without limitation, all of the Debtors’ Assets, the right to prosecute, settle, withdraw, or resolve in any manner any claims and rights that the Debtors may hold against any Entity to be liquidated and distributed to the Liquidation Trust Beneficiaries, as set forth in the Plan; and

WHEREAS, under Article VIII of the Plan, the Trustee was granted any and all rights and defenses that the Debtors had with respect to any Claim immediately before the Effective Date, and further granted all any and all rights to litigate, withdraw, settle, or compromise any Claims against the Debtors; and

WHEREAS, the Trustee is in the process of investigating the Application; and

WHEREAS, pursuant to Local Rule 9013-1, the deadline to respond to the Application is January 8, 2021; and

² Capitalized terms not otherwise defined herein shall have the meanings ascribed thereto in the Plan.

WHEREAS, the Parties agree that extending the deadline for the Trustee's filing an objection to the Application until January 25, 2021 will allow the Parties an opportunity to investigate the claims alleged in the Application, potentially reach a consensual resolution, and avoid unnecessary expense.

Accordingly, the Parties hereby Stipulate and Agree that:

1. The Parties agree that the deadline for the Trustee to file an objection to the Application is hereby extended to January 25, 2021.
2. The undersigned hereby represent and warrant that they have full authority to execute this Stipulation on behalf of the respective Parties and that the respective Parties have full knowledge of, and have consented to, this Stipulation.
3. This Stipulation shall be binding on the Parties' successors, agents, and assigns (including bankruptcy trustees and estate representatives), and any parent, subsidiary, or affiliated entity of the Parties.
4. Notwithstanding the possible applicability of Bankruptcy Rules 9014 or otherwise, the terms and conditions of this Stipulation shall be immediately effective and enforceable upon its entry.
5. This Stipulation comprises the entire agreement between the Parties.
6. This Stipulation may be executed in counterparts, each of which will be deemed an original, but all of which together will constitute one and the same agreement.
7. This Stipulation shall not be modified, altered, amended or vacated without written consent of the Parties hereto. Any such modification, alteration, amendment or vacation, in whole or in part, shall be subject to the approval of the Court.

8. For purposes of construing this Stipulation, none of the Parties shall be deemed to have been the drafter of the Stipulation.

9. The Parties agree that the Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Stipulation, and the Parties hereby consent to such jurisdiction to resolve any disputes or controversies arising from or related to this Stipulation.

DATED: January __, 2021

Marvin Isgur
United States Bankruptcy Judge

STIPULATED AND AGREED TO BY:

**CHAMBERLAIN, HRDLICKA, WHITE
WILLIAMS & AUGHTRY, P.C.**

/s/ Jarrod B. Martin*

Jarrold B. Martin
Texas Bar No. 24070221
Tyler W. Greenwood
Florida Bar No. 1011325
S.D. Tex. No. 3575083
1200 Smith Street, Suite 1400
Houston, Texas 77002
D: 713.356.1280
F: 713.658.2553
E: jarrod.martin@chamberlainlaw.com
tyler.greenwood@chamberlainlaw.com

Counsel for RR Northchase LLC

* Signed with permission.
/s/ Simon R. Mayer

**STEVEN D. SASS LLC, LIQUIDATION
TRUSTEE FOR THE BENEVIS
LIQUIDATION TRUST**

/s/ Simon R. Mayer

Philip G. Eisenberg
Texas Bar Number 24033923
Simon R. Mayer
Texas Bar Number 24060243
LOCKE LORD LLP
600 Travis Street, Suite 2800
Houston, TX 77002
Telephone: 713-226-1200
Facsimile: 713-226-3717
peisenberg@lockelord.com
simon.mayer@lockelord.com

-and-

W. Steven Bryant
Texas Bar. No. 24027413
Federal I.D. No. 32913
LOCKE LORD LLP
600 Congress Avenue, Ste. 2200
Austin, Texas 78701
Telephone: (512) 305-4726
Fax: (512) 305-4800
sbryant@lockelord.com

-and-

Aaron C. Smith (admitted *pro hac vice*)
LOCKE LORD LLP
111 South Wacker Drive
Chicago, IL 60606
Telephone: (312) 443-0460
Facsimile: (312) 896-6460
asmith@lockelord.com

***Counsel for Steven D. Sass LLC,
Liquidation Trustee for the Benevis
Liquidation Trust***